

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
Jerome S. Hirsch  
Four Times Square  
New York, New York 10036  
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
AFSHIN MONSEFI, Individually and on Behalf of  
*All Others Similarly Situated,*

Plaintiff,

- against -

ORION ENERGY SYSTEMS, INC., NEAL R  
VERFUERTH, DANIEL J. WAIBEL, THOMAS A.  
QUADRACCI, MICHAEL J. POTTS, DIANA  
PROPPER de CALLEJON, JAMES R. CACKLEY,  
ECHKHART G. GROHMANN, PATRICK J.  
TROTTER, THOMAS WEISEL PARTNERS, LLC,  
CANACCORD ADAMS, INC., AND PACIFIC  
GROWTH EQUITIES, LLC,

Defendants.  
----- x

No. 08 Civ. 1328 (RJS)

**NOTICE OF MOTION  
FOR ADMISSION  
PRO HAC VICE OF  
MARTIN V. SINCLAIR, JR.**

FILED COURT  
U.S. DISTRICT COURT  
2008 APR 11 PM 4:31  
S.D. OF N.Y.

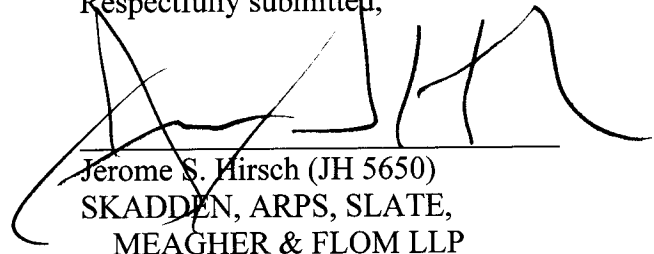
PLEASE TAKE NOTICE that, upon the annexed Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice, and the annexed Affidavit of Martin V. Sinclair, Jr., and attachments thereto, submitted herewith, defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter, through the undersigned, will move this Court before the Honorable Richard J. Sullivan, at the United States Courthouse, 500 Pearl Street, Room 615, New York, New York 10007, as soon as counsel may be heard, for an order pursuant to Rule 1.3(c) of the Rules of the United States District Court for the Southern

925-697455 APR 11 2008

District of New York, admitting Martin V. Sinclair, Jr. to practice *pro hac vice* in the above-captioned matter. For the Court's convenience, a form of Order is annexed hereto.

Dated: New York, New York  
April 11, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'JH', is written over a horizontal line.

Jerome S. Hirsch (JH 5650)  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
Tel: (212) 735-3000

Attorneys for Defendants Orion  
Energy Systems, Inc., Neal R.  
Verfuether, Daniel J. Waibel, Thomas  
A. Quadracci, Michael J. Potts,  
Diana Propper de Callejon, James R.  
Kackley, Echhart G. Grohmann, and  
Patrick J. Trotter

*Of Counsel*

Matthew R. Kipp  
Donna L. McDevitt  
Andrew J. Fuchs  
Martin V. Sinclair, Jr.  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

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MEAGHER & FLOM LLP  
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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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AFSHIN MONSEFI, Individually and on Behalf of  
*All Others Similarly Situated,* :

Plaintiff, : No. 08 Civ. 1328 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R  
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QUADRACCI, MICHAEL J. POTTS, DIANA  
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TROTTER, THOMAS WEISEL PARTNERS, LLC,  
CANACCORD ADAMS, INC., AND PACIFIC  
GROWTH EQUITIES, LLC, :

Defendants.

----- x

**AFFIDAVIT OF JEROME S.  
HIRSCH IN SUPPORT OF  
MOTION FOR ADMISSION  
PRO HAC VICE**

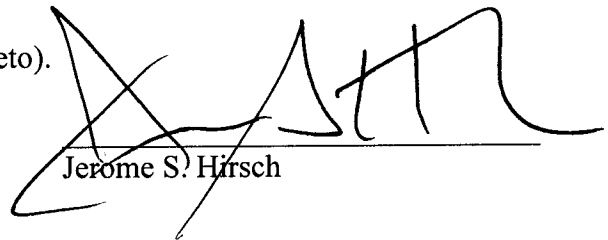
Jerome S. Hirsch, being duly sworn, deposes and states that:

1. I am a member of the law firm of Skadden, Arps, Slate, Meagher  
& Flom LLP.

2. I am counsel in this matter for defendants Orion Energy Systems,  
Inc., Neal R. Verfuertth, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana  
Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. I  
am a member of the bar of the State of New York and admitted to practice in the United  
States District Court for the Southern District of New York.


3. I make this affidavit in support of the motion, pursuant to Local Rule 1.3(c), for the admission of Martin V. Sinclair, Jr. to practice *pro hac vice* in the above-captioned matter. I know Mr. Sinclair to be of the highest character and fully recommend his admission. Mr. Sinclair serves as counsel to defendants Orion Energy Systems, Inc., Neal R. Verfuerth, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. (See Affidavit of Martin V. Sinclair, Jr., annexed hereto).

4. As shown in the Certificate of Admission annexed to his affidavit in support of his admission *pro hac vice*, Mr. Sinclair is a member in good standing of the bar of Illinois. He is familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York. (See Affidavit of Martin V. Sinclair, Jr. annexed hereto).



Jerome S. Hirsch

Sworn to before me  
this 11th day of April 2008.



Notary Public

**EDWARD FLIS**  
**NOTARY PUBLIC, State of New York**  
**No. 02FL8004170**  
**Qualified in New York County**  
**Commission Expires March 16, 2010**

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
Jerome S. Hirsch  
Four Times Square  
New York, New York 10036  
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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AFSHIN MONSEFI, Individually and on Behalf of  
*All Others Similarly Situated,* :

Plaintiff, : No. 08 Civ. 1328 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R :  
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :  
QUADRACCI, MICHAEL J. POTTS, DIANA :  
PROPPER de CALLEJON, JAMES R. CACKLEY, :  
ECHKHART G. GROHMANN, PATRICK J. :  
TROTTER, THOMAS WEISEL PARTNERS, LLC, :  
CANACCORD ADAMS, INC., AND PACIFIC :  
GROWTH EQUITIES, LLC, :

**AFFIDAVIT OF  
MARTIN V. SINCLAIR, JR.  
IN SUPPORT OF  
MOTION FOR ADMISSION  
PRO HAC VICE**

Defendants.

----- x

STATE OF ILLINOIS )  
 )ss:  
COUNTY OF COOK )

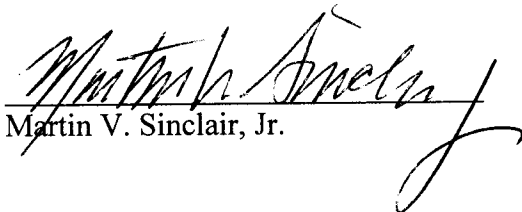
Martin V. Sinclair, Jr., being duly sworn, deposes and states that:

1. I am counsel in this matter for defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter.

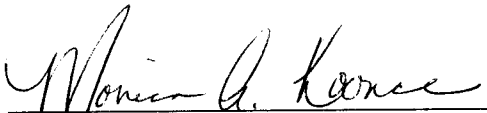
2. I make this affidavit in support of the motion for my admission to practice *pro hac vice* in the above-captioned matter.

3. I am an associate with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606, telephone number (312) 407-0700, facsimile number (312) 407-0411.

4. As shown in the Certificate of Admission annexed hereto, I am a member in good standing of the bar of Illinois. I am admitted to practice before the United States District Court for the Northern District of Illinois. I am familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York.

  
Martin V. Sinclair, Jr.

Sworn to before me  
this 10th day of April 2008.

  
Notary Public



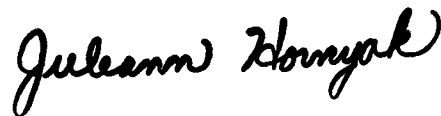
## **Certificate of Admission To the Bar of Illinois**

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Martin Vincent Sinclair, Jr.

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 10, 2005 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto  
placed my hand and affixed the seal  
of said Supreme Court, at Springfield,  
in said State, this Friday, April 04, 2008.

A handwritten signature in black ink, reading "Juleann Hornyak", written in a cursive style.

Clerk

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
Jerome S. Hirsch  
Four Times Square  
New York, New York 10036  
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
AFSHIN MONSEFI, Individually and on Behalf of  
*All Others Similarly Situated*, :  
:  
Plaintiff, : No. 08 Civ. 1328 (RJS)  
:  
- against - : **ORDER**  
:  
ORION ENERGY SYSTEMS, INC., NEAL R :  
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :  
QUADRACCI, MICHAEL J. POTTS, DIANA :  
PROPPER de CALLEJON, JAMES R. CACKLEY, :  
ECHKHART G. GROHMANN, PATRICK J. :  
TROTTER, THOMAS WEISEL PARTNERS, LLC, :  
CANACCORD ADAMS, INC., AND PACIFIC :  
GROWTH EQUITIES, LLC, :  
Defendants.

----- x  
Upon consideration of the foregoing Notice of Motion for Admission *Pro*  
*Hac Vice* of Martin V. Sinclair, Jr., and good cause having been shown,  
IT IS SO ORDERED, this \_\_\_\_ day of April 2008, that such motion is  
GRANTED.

\_\_\_\_\_  
RICHARD J. SULLIVAN  
UNITED STATES DISTRICT  
JUDGE



CERTIFICATE OF SERVICE

The undersigned an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on April 11, 2008, I caused a true and correct copy of the

*Notice of Motion for Admission Pro Hac Vice of Martin V. Sinclair, Jr. with the annexed [Proposed] Order and Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice sworn to on the 11th day of April 2008 and Affidavit of Martin V. Sinclair, Jr. in Support of Motion for Admission Pro Hac Vice sworn to on the 10th day of April 2008.*

To be served upon the following parties by First-Class mail:

Roy L. Jacobs, Esq.  
**Roy Jacobs & Associates**  
60 East 42<sup>nd</sup> Street  
46<sup>th</sup> Floor  
New York, NY 10165  
Telephone: (212) 867-1156  
Fascimile: (212) 504-8343

Laurence D. Paskowitz, Esq.  
**Paskowitz & Associates**  
60 East 42<sup>nd</sup> Street  
46<sup>th</sup> Floor  
New York, NY 10165  
Telephone: (212) 685-0969  
Fascimile: (212) 504-2306

Dated: New York, New York  
April 11, 2008

A handwritten signature in black ink, reading "Steven Ray Katzenstein", written over a horizontal line.

**Steven R. Katzenstein**